-50RM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
NIFORM LIMITED OFFERING EXEMPTION

OMB APPR	OVAL
OMB Number:	3235-0076
Expires. Aug	ust 31, 1998
Estimated averag	e burden
hours per respons	se 16.00

SEC USE ONLY

ΝY

Prefix

	UNIFORM LIMITED OFFERING EX	EMPTION DATE RECEIVED
	f this is an amendment and name has changed, and in and Stock Purchase Plan of Solvay Bank Corp. 2	
Filing Under (Check box(es) tha		
Type of Filing:	☑ Amendment	
	A. BASIC IDENTIFICATION DATA	AUG - 6 2003
1. Enter the information request		
Name of Issuer (check if the Solvay Bank Corp.	his is an amendment and name has changed, and indic	ate change.)
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1537 Milton Avenue, Solv	yay, NY 13209	315 468-1661
Address of Principal Business Officer (if different from Executive Officer)	perations (Number and Street, City, State, Zip Code) ices)	Telephone Number (Including Area Code)
Brief Description of Business		
		•
Holding Company of Stat	e Chartered Commercial Bank	
Type of Business Organization corporation	☐ limited partnership, already formed	PROCESSEL
☐ business trust	☐ limited partnership, to be formed	other (please specify): AUG 08 2003
Actual or Estimated Date of Inc	corporation or Organization: Month Year 0 1 88 7	☐ Actual ☐ Estimated THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failurs to file notice in the appropriate states will not result in a loss of the federal examption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state examption unless such examption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA		
2. Enter the information requested for the following:		
• Each promoter of the issuer, if the issuer has been organized within the past five year	rs:	•
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposecurities of the issuer: 		or more of a class of equity
Each executive officer and director of corporate issuers and of corporate general and management	anaging narine	rs of nartnership issues and
Each general and managing partner of partnership issuers.	magnig per tire	is or partifership issuers; and
the state of the s		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Mello, Paul P.		**
Business or Residence Address (Number and Street, City, State, Zip Gode)		** 11 * 12
1537 Milton Avenue, Solvay, New York 13209	· · · · · · · · · · · · · · · · · · ·	MARKED A CONTROL
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer	C Director	☐ General and/or Managing Partner
Full Name (Last name first, if Individual)		
Beagle, Richard A.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
1537 Milton Avenue, Solvay, New York 13209		·
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
Baichi, John F.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
2746 Dunbar Woods Road, Marcellus, New York 13108	· .	
Check Box(es) that Apply:	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
DeSpirito, John C., III		
Business or Residence Address (Number and Street, City, State, Zip Codé)		
500 North Orchard Road, Solvay, New York 13209		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
Fallon, Paul T.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
100 West Lake Road, Skaneateles, New York 13152		
Check Box(es) that Apply:	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
Farnham, John H., Jr.	·	
Business or Residence Address (Number and Street, City, State, Zip Code)		
302 Lansdowne, DeWitt, New York 13214	· · · ·	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Fernandez, Frank		
Business or Residence Address (Number and Street, City, State, Zip Code)		W. 102.
Consider of transported transport frightness and contact cont. present such access		The state of the s

122 Wynthrop Road, Solvay, New York 13209

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

2 05 8

A. BASIC IDENTIFICATION DATA		
2. Enter the information requested for the following:		
· Each promoter of the issuer, if the issuer has been organized within the past five yea	rs:	But the second of
Each beneficial owner having the power to vote or dispose, or direct the vote or disposecurities of the issuer:		or more of a class of equit
Each executive officer and director of corporate issuers and of corporate general and m.	anaging nama	we of nonemarkin in
Each general and managing partner of partnership issuers.	grieghiig barriic	es or parenership issuers; an
	e destruire de la companya de la com	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Frocione, Lon V.	4 ***	· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number and Street, City, State, Zip Code)		
17 Quaker Hill Road, Syracuse, New York 13224		·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Individual)		
Notarpole, Alan E.		
Business or Residence Address (Number and Street, City, State, Zip Code)	1 1 7	
1287 Hencoop Road, Skaneateles, New York 13152		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	🔯 Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Tarolli, Eugene D.		
Business or Residence Address (Number and Street, City, State, Zip Code) 1339 New Seneca Turnpike, Skaneateles, New York 13152		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Individual)		
Boehiem, James A.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Syracuse University, Manley Field House, Syracuse, New Yor	k 13244	· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, if individual)	44 T.	
Business or Residence Address (Number and Street, City, State, Zip Code)		
All services and the services of the services	F-1	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		en e
Business or Residence Address (Number and Street, City, State, Zip Code)		
The second secon	-	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		or a company of the c
Business or Residence Address (Number and Street, City, State, Zin Gode)	The policy of the contract of	A STATE OF THE PARTY OF THE PAR

				B. I	NFORMA	TION AB	OUT OFF	ERING					
Has	the issuer :	sold or de	nes the iem									Yes	No
1. 1143	tite issuel :	olu, ol ul			in Append				_		• • • • • • • •	. <u>;</u>	
2 11/2-								_					
2. Wha	t is the mi	nımum inv	estment ti	iat will be	accepted	from any i	ndividual?	•••••	• • • • • • • • • •		• • • • • • • • •	. \$ <u>65.</u>	00
3. Does	the offeri	ng permit	ioint own	ership of a	single un	it?						Yesi .⊠	No
	r the infort											_	
i Voosian. to be list tl	or similar relisted is an he name of ealer, you	emuneration of associated the broke	on for solid ed person d er or dealer	citation of or agent of r. If more	purchasers a broker (than five (in connector dealer r (5) persons	tion with sa egistered w to be liste	iles of securith the SE ed are asso	rities in the	offering.	lf a persor	1	
Full Name	e (Last nar	ne first, if	individual	.)	·		··			······································	·		
N/A	•			•									
Rusiness o	or Residence	e Address	/Number	and Street	City Sta	ve Zie C	rda)						
Danies c	or Resident	.e Address	· (Hulliber	and Street	., City, Sta	ite, zip Ci	xue)						
		<u> </u>					·					<u> </u>	
Name of	Associated	Broker or	Dealer					•					
							·						
States in 1	Which Pers	on Listed	Has Solice	ited or Int	ends to So	licit Purci	asers						
(Check	"All State	s' or chec	k individu	al States)		• • • • • • • • •	• • • • • • • •		• • • • • • • • • •			□ Ali S	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]	
[[[]]	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	(MS)	[MO]	i
[MT]	[NE]	[NV]	{NH}	[14]	[NM]	[NY]	(NC)	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[אדן	[XX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Business of	or Residence	ce Address	(Number	and Stree	, City, Sta	ate, Zip Co	ode)			x			
Name of	Associated	Broker ou	Dealer										
ivanic or .		Diokei o	Dealer	,									
States in	Which Per	son Listed	Has Solic	ited or Int	ends to Sc	olicit Purch	nasers						
(Check	"All State	s" or chec	k individu	al States)		,	.,					☐ All S	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID]
[[L]	[IN]	[!A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	. [MO	}
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	(SC)	{ SD }	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR	!
Full Nam	e (Last nar	ne first, if	individua	1)									
Business of	or Residen	ce Address	(Number	and Stree	t, City, Sta	ate, Zip C	ode)						
Name of	Associated	Broker o	r Dealer			*							
						-11.1.5		- <u>.</u>					
	Which Per												C
-	"All State			_							, , , , , ,		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID OM]	
[IL]	(IN)	[IA]	(KS)	[KY] [NJ]	[LA] [NM]	(ME) (NY)	(MD) (NC)	[MA] {ND}	[MI] [OH]	[MN] [OK]	[MS] [OR]	[PA	
(MT)	(NE)	[NV]	[NH]	[LX.]	[TIT]	[VT]	[VA]	(WA)	(WV)	[WI]	(WY)	[PR	

Type of Security Debt Debt Sold Equity Common Preferred Convertible Securities (including warrants) Common Preferred Convertible Securities (including warrants) Convertible Securities in this offering warrants Convertible Securities of the securities in this offering warrants Convertible Securities of the securities in this offering warrants Convertible Securities of the securities in this offering warrants Convertible Securities of the securities in this offering warrants		A Commence of the Commence of		1
already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box DI and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Debt Common		C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
Type of Security Debt Debt Sold	l.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange		
Debt				Amount Already Sold
Convertible Securities (Including warrants) Convertible Securities (Including warrants) Partnership Interests \$ 00.00 Cother (Specify			\$ 00.00	\$00.00
Convertible Securities (including warrants) Partnership Interests \$ 00.00 Cother (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases on the total lines. Enter "'0" if answer is "none" or "zero." Number Investors Accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Total (for fillings under Rule 504 only) Answer also in Appendix, Column 4, if filling under ULOE. If this filling is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filling under ULOE. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering, Classify securities by type listed in Part C. Question 1. Type of offering Rule 504 Common Stock Total A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering, Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Condo One		Equity	<u>\$ 290,519.19</u>	\$ 352,715.00
Partnership Interests \$ 00.00		☑ Common ☐ Preferred		
Partnership Interests Other (Specify		Convertible Securities (including warrants)	\$ 00.00	\$00.00
Other (Specify		Partnership Interests	\$ 00.00	\$ 00.00
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors Accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Common Stock 5 199,002.25 Total Common Stock 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Common Stock Solo.00 Legal Fees Common Stock Solo.00 Common Stock Solo.00 Common Stock Co		Other (Specify	00.00	00.00
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors Accredited Investors Non-accredited Investors Non-accredited Investors 158 S 52,715.00 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 2. Common Stock 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Common Stock Printing and Engraving Costs Common Stock Com		Total	\$ 290,519.19	\$ 52,715.00
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors				
Accredited Investors Dollar Amoun of Purchases Accredited Investors	2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their		
Non-accredited Investors		purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate Dollar Amount of Purchases
Total (for filings under Rule 504 only)		Accredited Investors		S
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question I. Type of offering Rule 505 Regulation A Rule 504 Common Stock S 199,002,25 Total Common Stock S 199,002,25 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs S 00,00 Legal Fees S 00,00 Accounting Fees S 00,00		Non-accredited Investors	158	\$ 52,715.00
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Common Stock Total Common Stock Superior Stock Total Common Stock Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Transfer Agent's Fees Superior Output Sold Type of Security Sold Superior Superio		Total (for filings under Rule 504 only)	158	\$ 52,715.00
ties sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Security Sold Rule 505 S Regulation A S Rule 504 Common Stock S199,002,25 Total Common Stock S199,002,25 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees S00,00 Printing and Engraving Costs S00,00 Legal Fees S00,00 Accounting Fees S00,00		Answer also in Appendix, Column 4, if filing under ULOE.	,	
Type of offering Rule 505 Regulation A Rule 504 Common Stock Total Common Stock Total Common Stock The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Accounting Fees Security Sold S 199,002.25 S 199,002.25	3.	ties sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior	Type of	Dollar Amount
Regulation A Rule 504		Type of offering		
Rule 504		Rule 505		S
Total Common Stock		Regulation A		S
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Transfer Agent's Fees. Do.00 Legal Fees. Accounting Fees. Do.00 Solution		Rule 504	·	\$ 199,002.25
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees Accounting Fees 5 00.00 \$ 00.00		Total Common Stock		<u>• 199,002.25</u>
Printing and Engraving Costs \$ 00.00 Legal Fees \$ 00.00 Accounting Fees \$ 00.00	4.	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure		
Legal Fees □ \$ 00.00 Accounting Fees □ \$ 00.00		Transfer Agent's Fees	<u>,</u> a	\$00.00_
Accounting Fees.		Printing and Engraving Costs	ם	\$00.00
		Legal Fees	🗖	\$ 00.00
Engineering Fees		Accounting Fees	a	\$00,00_
		Engineering Fees	a	\$00.00

00.00

□. S_

Sales Commissions (specify finders' fees separately).....

Other Expenses (identify)

	C. OFFERING PRICE, NU	IMBER OF INVESTORS, EXPENSES AND I	USE	OF PROCEED	§
	tion 1 and total expenses furnished in respon	ite offering price given in response to Part C - Question 4.a. This difference is	s the		\$ 52,715.00
	used for each of the purposes shown. If the	gross proceeds to the issuer used or proposed to amount for any purpose is not known, furnish estimate. The total of the payments listed must e	o be h an	•	en e
	the adjusted gross proceeds to the issuer set	forth in response to Part C - Question 4.b ab	ove.		MATERIAL CONTRACTOR
			•	Payments to Officers, Directors, &	Payments To
				Affiliates	Others
	Salaries and fees		□ s .		. D S
•	· · · · · · · · · · · · · · · · · · ·	,			
	Purchase, rental or leasing and installati	ion of machinery and equipment	□ S .		_ S
	Construction or leasing of plant building	ion of machinery and equipment	□ s .		O \$
	Acquisition of other businesses (including offering that may be used in exchange f	or the assets or securities involved in this	• •		
	issuer pursuant to a merger)		_ s.		· Cathanana (A)
	Repayment of indebtedness		□ S .		□ \$ <u></u>
	Other (specify):		□ S .		□ \$ <u>.</u>
	·	· · · · · · · · · · · · · · · · · · ·			
		and the second s	□ \$.	<u> </u>	. 🗆 S
	Column Totals		□ s		5 52,715.00
	Total Payments Listed (column totals ac	dded)		. S _52	715.00
		D. FEDERAL SIGNATURE			
foll	owing signature constitutes an undertaking b	ned by the undersigned duly authorized person. by the issuer to furnish to the U.S. Securities and the issuer to any non-accredited investor pursu	d Ex	change Commis	sion, upon written re
İssı	uer (Print or Type)	Signature		Date	1 . /
	Solvay Bank Corp.	I tank I Mello	-		8/1/03
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)			
	Paul P. Mello	President & CEO		•	
		A CONTRACTOR OF THE STATE OF TH			

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	L. STATE SI	GNATURE			12
Is:any party described in 17 CFR of such rule?	230.252(c), (d), (e) or (f) pres				
	See Appendix, Column	5, for state response.			
2. The undersigned issuer hereby und Form D (17 CFR 239.500) at such	ertakes to furnish to any state times as required by state la	e administrator of any s w.	state in which thi	s notice is filed, a	notice o
3. The undersigned issuer hereby und issuer to offerees.	ertakes to furnish to the state	administrators, upon v	vritten request, ir	nformation furnish	ed by th
4. The undersigned issuer represents limited Offering Exemption (ULO of this exemption has the burden	E) of the state in which this no	otice is filed and unders	tands that the iss	be entitled to the sucr claiming the a	Unifori vailabilii
The issuer has read this notification an undersigned duly authorized person.		ue and has duly caused	this notice to be		an oy u
issuer (Print or Type)	Signature	er paner e mai les es		Date	
				<u> </u>	
Name (Print or Type)	Title (Print o	r Type)	v - •		
		1 24 1			
•					

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

.

Selection of the

14.

1		2						, , , , , , , , , , , , , , , , , , ,			
	to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state	gå i vivi a si	Type of investor and amount purchased in State						
	4	-Item 1)	(Part C-Item1)		Part	C-Item 2)		waiver (Part E	Jantea) -Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited			12		
	16	140		er i va avskret i			Amount	Yes	No		
AL				ខេត្តមេ ម៉ូក្ន				:			
AK	e e septid		e Care Control Control	W. z 717	·						
AZ					eras,						
AR					3						
·CA			a ar e						ment a compa		
со				a - 2 to Mai - 1	·		115				
CT											
DE									-		
DC											
FL											
GA											
HI											
ID											
IL	ļ										
IN											
IA											
KS	-										
KY	<u> </u>										
LA											
ME											
MD						-					
MA											
MI											
MN									on when		
MS			To the state of th				ta a sa maja ka gaja salasasa				
мо									. <u></u>		

APPENDIX

1201

. 1 1 1 3	aunita Pagananda 2 Paganah	ing algoid g spreed fit in d spreed	3			4		Disqual	fication		
	Intend to non-ac investors (Part B	in State	Type of security and aggregate offering price offered in state (Part C-Item!)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)		
		e glassia i e gender dan gilen e		Number of Accredited		Number of Non-Accredited					
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
MT						etakara estua (fil	1 1 2	to tay	# 14 6.7		
NE									* *		
NV			• • • •	* * * * * * * * * * * * * * * * * * *	t the second second second			<u> </u>			
NH				***	Area and a second secon						
NJ	3.4 (m) 1.4 (3.4 (m) 1.4 (m) 1	· .	. er	·	and the second			·			
NM					-						
NY											
NC			<u></u>		<u>.</u> **						
ND		• • • •		And the second second	* * * * * *						
он											
ок						e e e e e e e e e e e e e e e e e e e					
OR											
PA								1.1			
RI						·					
SC		1	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	je m rti i koje s							
SD		to produce the second	mar de la compansión de la		Walter Barry		y 1				
TN				atologija, to ak Selski akterija	or en a ser in the Marie to the services	A tars					
TX							an and a second				
					eren e judin.	Brake to Brake Barrier		A STORY R			
UT						id illustration of the second					
VT				, ·	English Same Solve	Considers fancing		 الراق	1		
VA	our Piger	i eg s	n i Maria Brasil	San A. M. San .							
WA	12 14 2					The second second					
wv	THE FUE T	Section 1		Mark Det 1			A 1.	5.28 att. 3.3			
wı -	e tractor construction grows		and the water of the same of the same of	<u> </u>			terri di	gyarra Birang.	, % .		
WY			1942 - Maria Barrayan da Karamatan Maria Maria	ma to the	12 . 1 . 1 . 1 . 1 . 1 . 1 . 1 . 1 . 1 .			2 Δ1	£ 1 .		
PR	* * #	ta transcript	The serveries	in a land of the contract of t	e ese var a	met	t s ese_ e as telepo				